

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

Ref. Docket No.: _____

**ORDER SUSTAINING DEBTORS' NINTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(B) OF THE BANKRUPTCY
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

Upon consideration of the ninth omnibus (non-substantive) objection (the "Objection")² of AgFeed USA, LLC and its above-captioned affiliated debtors and debtors in possession (collectively, the "Debtors") by which the Debtors respectfully request the entry of an order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1 disallowing in full each of the Disputed Claims as on Exhibits 1 through 3 attached hereto; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that due and adequate notice of the Objection having been given under the circumstances; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Objection is sustained.

¹ The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC(5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The mailing address for the Debtors is 616 Congress Ave., Suite 1280, Austin, Texas 78701.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

2. The Disputed Claims identified on the attached Exhibits 1 through 3 are hereby disallowed and expunged in their entirety.

3. The Debtors' objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

4. The Debtors shall retain and shall have the right to object in the future to the Disputed Claims identified on Exhibits 1 through 3 on any additional grounds. In addition, the Debtors reserve the right to amend, modify, or supplement this Objection, and to file additional objections to any claims filed in these Chapter 11 Cases including, without limitation, the claims that are the subject of this Objection.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2014
Wilmington, Delaware

Brendan L. Shannon
United States Bankruptcy Judge

EXHIBIT 1

Amended Claim

In re: AgFeed USA, LLC Case No 13-11761
OMNIBUS 9: EXHIBIT 1 - AMENDED CLAIMS

Claim To Be Expunged						Surviving Claim					
	Creditor Name and Address	Case No	Claim Number	Total Claim Dollars*	Claim Class**	Creditor Name and Address	Case No	Claim Number	Total Claim Dollars*	Claim Class**	
1	TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL PO BOX 20207 NASHVILLE, TN 37202-0207	13-11762	101	\$27,406.93 \$3,507.50 UNLIQUIDATED	(P) (U)	TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL PO BOX 20207 NASHVILLE, TN 37202-0207	13-11762	498	\$9,475.92	(P)	
										UNLIQUIDATED	

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) - Administrative (S) - Secured
(P) - Priority (U) - Unsecured

EXHIBIT 2

No Supporting Documentation Claim

In re: AgFeed USA, LLC Case No 13-11761
OMNIBUS 9: EXHIBIT 2 - NO SUPPORTING DOCUMENTATION

Creditor Name / Address		Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
1	KHAN, AHSAN 217 VIEWMOUNT AVE TORONTO, ON M6B 1T9 CANADA	13-11762	192	\$15,700.00	(U)	NO SUPPORTING DOCUMENTATION

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

**** (A) - Administrative**
(P) - Priority

(S) - Secured
(U) - Unsecured

EXHIBIT 3

Equity Interest Claims

In re: AgFeed USA, LLC Case No 13-11761
OMNIBUS 9: EXHIBIT 3 - SHAREHOLDER CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
1	GRANDISON, TYRONE 644 EAST MAIN STREET ASHLAND, OR 97520	13-11761	232 AGFEED USA, LLC	\$648.48	(U)	SHAREHOLDER EQUITY INTEREST
2	KING SR, THEODORE E 2 BARRY PLACE FAIR LAWN, NJ 07410	13-11762	495 AGFEED INDUSTRIES, INC.	\$900.00	(A)	SHAREHOLDER EQUITY INTEREST
3	LEE, ELAINE 4227 47TH AVENUE SOUTH SEATTLE, WA 98118	13-11762	499 AGFEED INDUSTRIES, INC.	\$168.00 \$168.00 \$168.00	(S) (P) (U)	SHAREHOLDER EQUITY INTEREST

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

**** (A) - Administrative**
(P) - Priority

(S) - Secured
(U) - Unsecured

EXHIBIT B

Maib Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

**DECLARATION OF KEITH A. MAIB IN SUPPORT OF
DEBTORS' NINTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

I, Keith A. Maib, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Managing Director of Mackinac Partners, LLC since 2008 and am the current Chief Restructuring Officer of the above-captioned debtors and debtors in possession (the "Debtors"). In this capacity, I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' chapter 11 cases. I have read the *Debtors' Ninth Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"),² and am directly, or by and through my personnel or agents, familiar with the information contained therein, the Proposed Order, and the exhibits attached thereto.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The claims

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were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including the Debtors' claims agent, BMC. These efforts resulted in the identification of the "Amended Claim," No Supporting Documentation Claim," and "Equity Interest Claims" identified on Exhibits 1 through 3 to the Proposed Order, respectively.

3. The information contained in Exhibits 1 through 3 to the Proposed Order is true and correct to the best of my knowledge.

4. After reviewing the claims docket, the Debtors have determined based that the claim identified on Exhibit 1 to the Proposed Order has been amended and superseded by a subsequently filed claim. Accordingly, to prevent the claimant from receiving an unwarranted recovery, the Debtors seek to expunge and disallow in full the Amended Claim.

5. The Debtors have further determined, based upon a review of the claims docket and the Debtors' books and records, that the claim identified on Exhibit 2 to the Proposed Order does not include or attached sufficient information or documentation to constitute *prima facie* evidence of the validity and amount claimed therein and such claim has no basis in the Debtors' books and records. The Debtors have made reasonable efforts to research the No Supporting Documentation Claim, and the Debtors have not found any record of the claimant holding the No Supporting Documentation Claim or the alleged claim. Accordingly, the Debtors seek to disallow in full the No Supporting Documentation Claim listed on Exhibit 2.

6. Finally, the Debtors have determined, based upon a review of the claims docket and the claims identified on Exhibit 3 to the Proposed Order, that such claims were filed by parties solely on account of equity security interests held by such parties in the applicable Debtor. As such, the Debtors seek to disallow in full the Equity Interest Claims.

I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct.

Executed on May 7, 2014

Keith A. Maib
Keith A. Maib